

**U.S. Bankruptcy Court
California Northern Bankruptcy Court (San Francisco)
Bankruptcy Petition #: 19-30088**

Assigned to: Judge Dennis Montali
Chapter 11
Voluntary
Asset

Date filed: 01/29/2019
Plan confirmed: 06/20/2020
341 meeting: 04/29/2019
Deadline for filing claims: 10/21/2019
Deadline for filing claims (govt.): 10/21/2019

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Filing Date	#		Docket Text
05/18/2022		<u>12408</u>	Statement of Issues on Appeal, <i>and Designation of Record on Appeal of Appellants City of Santa Clara, dba Silicon Valley Power, and Northern California Power Agency; Certificate Regarding Transcripts</i> (RE: related document(s) <u>12310</u> Notice of Appeal and Statement of Election filed by Creditor Northern California Power Agency, Creditor City of Santa Clara dba Silicon Valley Power). (Attachments: # <u>1</u> Certificate of Service) Filed by Creditors City of Santa Clara dba Silicon Valley Power, Northern California Power Agency (Mouzes, Thomas) (Entered: 05/18/2022)
06/01/2022		<u>12477</u>	Appellee Designation of Contents for Inclusion in Record of Appeal <i>Designation of Additional Record on Appeal and Statement of Issues</i> (RE: related document(s) <u>12310</u> Notice of Appeal and Statement of Election filed by Creditor Northern California Power Agency, Creditor City of Santa Clara dba Silicon Valley Power). Filed by Interested Party California Department of Water Resources (Pascuzzi, Paul) (Entered: 06/01/2022)

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NORTHERN CALIFORNIA POWER AGENCY

UNITED STATES BANKRUPTCY COURT
 NORTHERN DISTRICT OF CALIFORNIA
 SAN FRANCISCO DIVISION

In re)	Case Nos. 19-30088 DM (Lead Case)
)	19-30089 DM
PG&E CORPORATION)	
-and-)	Chapter 11
PACIFIC GAS AND ELECTRIC)	Jointly Administered
COMPANY,)	

<p>1 Debtors.</p> <p>2 <input type="checkbox"/> Affects PG&E Corporation</p> <p>3 <input type="checkbox"/> Affects Pacific Gas and Electric Company</p> <p>4 <input checked="" type="checkbox"/> Affects both Debtors.</p> <p>5 * All papers shall be filed in the Lead Case</p> <p>6 No. 19-30088 DM</p> <p>7</p> <p>8</p>	<p>) District Court Case No. 22-cv-02834-HSG</p> <p>)</p> <p>) STATEMENT OF ISSUES TO BE</p> <p>) PRESENTED ON APPEAL AND</p> <p>) DESIGNATION OF RECORD ON APPEAL</p> <p>) OF APPELLANTS CITY OF SANTA</p> <p>) CLARA, DBA SILICON VALLEY POWER,</p> <p>) AND NORTHERN CALIFORNIA POWER</p> <p>) AGENCY; CERTIFICATE REGARDING</p> <p>) TRANSCRIPTS.</p> <p>)</p> <p>) [Related to Dkt. Nos. 11999, 12000, 12001,</p> <p>) 12054, 12207]</p> <p>)</p>
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10 **PLEASE TAKE NOTICE** that, pursuant to Rule 8009 of the Federal Rules of Bankruptcy

11 Procedure, City of Santa Clara, dba Silicon Valley Power ("Santa Clara"), and Northern California

12 Power Agency ("NCPA") (sometimes collectively the "Appellants"), creditors and parties in interest,

13 by and through its undersigned counsel, hereby submit this (a) statement of issues to be presented on

14 appeal and (b) designation of items to be included in the record on appeal in connection with their

15 appeal to the United States District Court for the Northern District of California from the *Order*

16 *Regarding Dispute Between Debtors and California Department of Water Resources* [Dkt. No.

17 12207], entered on April 22, 2022 (the "**Final Order**"), and each of the following interlocutory orders

18 and decisions (collectively with the Final Order, the "**Orders**");

19 (a) *Memorandum Decision Regarding Dispute Between Debtors and the California*

20 *Department of Water Resources* [Dkt. No. 11999], entered on March 8, 2022;

21 (b) *Order Granting California Department Of Water Resources' Motion For Order*

22 *Determining That The Castle Rock Agreement With PG&E Cannot Be Assumed And Claim No. 78104*

23 *Be Paid* [Dkt. No. 12000], entered on March 8, 2022;

24 (c) *Order Denying Motion of the Reorganized Debtors for Entry of an Order Modifying Plan*

25 *Injunction and Compelling Arbitration of Claim of California Department of Water Resources* [Dkt.

26 No. 12001], entered on March 8, 2022; and,

27 (d) *Order Denying Motion to Intervene by City of Santa Clara, dba Silicon Valley Power and*

28 *Northern California Power Agency* [Dkt. No. 12054], entered on March 22, 2022.

I. STATEMENT OF ISSUES TO BE PRESENTED ON APPEAL

1. Whether the Bankruptcy Court erred by concluding that its denial of the motion of PG&E Corporation (“PG&E Corp.”) and Pacific Gas and Electric Company (the “Utility”) as debtors and reorganized debtors (collectively, “PG&E,” the “Debtors,” or the “Reorganized Debtors”) to modify the Plan Injunction of the confirmed Debtors’ and Shareholder Proponents’ Joint Chapter 11 Plan of Reorganization Dated June 19, 2020 (“Plan”) to compel arbitration of the proof of claim [Claim No. 78014] filed by California Department of Water Resources (“DWR”) and whether DWR had properly terminated the Agreement of Cotenancy in the Castle Rock Junction-Lakeville 230-kv Transmission Line (“Cotenancy Agreement”) among PG&E, Santa Clara, NCPA, was also a denial of the Reorganized Debtors’, Santa Clara’s, and NCPA’s right to arbitrate their non-core affirmative claims against DWR under the Cotenancy Agreement and the dispute between and among DWR, Santa Clara and NCPA concerning the related Castle Rock-Lakeville 230 kv Transmission Line Transmission Service Agreement (“Transmission Agreement”).

2. Whether the Bankruptcy Court, having denied the Debtors’ motion to compel arbitration of DWR’s proof of claim [Claim No. 78014] and DWR’s termination of the Cotenancy Agreement, erred and exceeded its jurisdiction by failing to require the filing of an adversary proceeding with PG&E, Santa Clara, NCPA and DWR as parties thereto.

3. Whether the Bankruptcy Court, having denied the Debtors’ motion to compel arbitration of DWR’s proof of claim [Claim No. 78014] and DWR’s termination of the Cotenancy Agreement, erred and exceeded its jurisdiction by proceeding further as a contested matter and denying Santa Clara and NCPA the right to have their non-core affirmative contract claims against DWR arising under the Cotenancy Agreement and Transmission Agreement decided by an Article III Court, including where Santa Clara and NCPA had not consented to the Bankruptcy Court entering any final judgment and had not put their non-core affirmative contract claims at issue.

4. Whether the Bankruptcy Court, having denied the Debtors’ motion to compel arbitration of DWR’s proof of claim [Claim No. 78014] and DWR’s termination of the Cotenancy Agreement, erred in denying Santa Clara’s and NCPA’s, creditors and parties in interest, intervention motion and request to participate in the contested matter encompassing their non-core affirmative

1 contract claims against DWR arising under the Cotenancy Agreement.

2 5. Whether after PG&E agreed to pay the DWR proof of claim [Claim No. 78014] in full
3 and PG&E confirmed that PG&E would not contest that the Cotenancy Agreement had been
4 terminated by DWR and no actual controversy existed, the Bankruptcy Court erred and exceeded its
5 jurisdiction including by issuing the Final Order.

6 6. Whether after PG&E agreed to pay the DWR proof of claim [Claim No. 78014] in full
7 and PG&E confirmed that PG&E would not contest that the Cotenancy Agreement had been
8 terminated by DWR and the controversy rendered moot and hypothetical, the Bankruptcy Court erred
9 and exceeded its jurisdiction including by issuing the Final Order.

10 7. Whether the Bankruptcy Court, having denied the Debtors' motion to compel
11 arbitration of DWR's proof of claim [Claim No. 78014] and DWR's termination of the Cotenancy
12 Agreement, erred and exceeded its jurisdiction in the Final Order including by binding Santa Clara
13 and NCPA in that Final Order, and determining the rights, interests, and/or obligations of the
14 respective parties, including Santa Clara and NCPA, under the Cotenancy Agreement by a contested
15 matter.

16 8. Whether the Bankruptcy Court, as to Santa Clara and NCPA, erred and exceeded its
17 jurisdiction and/or denied Santa Clara and NCPA their respective due process rights.

18 9. Whether the Bankruptcy Court erred in denying the request of PG&E to present its non-
19 core affirmative contract claims with DWR through an adversary proceeding and in determining that
20 PG&E waived their rights to an adversary proceeding and the procedure protections afforded pursuant
21 to the Federal Rules of Bankruptcy Procedures.

22 10 Whether the Bankruptcy Court erred in determining that the dispute concerning Santa
23 Clara' and NCPA's non-core affirmative contract claims against DWR concerning DWR's liability
24 for removal costs under the Cotenancy Agreement was properly before the Bankruptcy Court.

25 11. Assuming the Bankruptcy Court properly reached the merits of the dispute concerning
26 the Cotenancy Agreement, whether the Bankruptcy Court erred in determining that DWR's
27 interpretation of the Cotenancy Agreement was correct.

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12. Assuming the Bankruptcy Court properly reached the merits of the dispute concerning the Cotenancy Agreement, whether the Bankruptcy Court erred in determining that DWR did not owe any estimated future removal costs or anything else to PG&E and Santa Clara and NCPA under the Cotenancy Agreement.

13. Assuming the Bankruptcy Court properly reached the merits of the dispute concerning the Cotenancy Agreement, whether the Bankruptcy Court erred in determining that there are no damages to be assessed by the Bankruptcy Court or by arbitration, under the Cotenancy Agreement.

14. Whether the Bankruptcy Court otherwise erred in its determinations against Santa Clara and NCPA concerning the Cotenancy Agreement.

II. DESIGNATION OF ITEMS TO BE INCLUDED IN THE RECORD

The Appellants hereby designate the items below to be included in the record on appeal, which includes all exhibits and attachments thereto and filed therewith and all documents incorporated by reference therein.

IN RE PG&E CORPORATION, ET AL. (U.S.B.C. CASE NO. 19-20088 (DM))
Jointly Administered

Date Filed	Docket No.	Docket Text
2/1/2019	263	Amended Declaration of Jason P. Wells in Support of First Day Motions and Related Relief
10/18/2019	Proof of Claim No. 78104	Proof of Claim of California Department of Water Resources
5/01/2020	7037	Notice Regarding Filing of Plan Supplement in Connection with Debtors' and Shareholder Proponents' Joint Chapter 11 Plan of Reorganization Dated March 16, 2020 (RE: related document(s)6320 Amended Chapter 11 Plan Debtors' and Shareholder Proponents' Joint Chapter 11 Plan of Reorganization Dated March 16, 2020 Filed by Debtor PG&E Corporation (RE: related document(s)3841 Chapter 11 Plan filed by Debtor PG&E Corporation, 3966 Amended Chapter 11 Plan filed by Debtor PG&E Corporation, 4563 Amended Chapter 11 Plan filed by Debtor PG&E Corporation, 5101 Amended Chapter 11 Plan filed by Debtor PG&E Corporation, 5590 Amended Chapter 11 Plan filed by Debtor PG&E Corporation, 6217 Amended Chapter 11 Plan filed by Debtor PG&E Corporation).). Filed by Debtor PG&E Corporation (Rupp, Thomas) (Entered: 05/01/2020)

1	5/15/2020	7276	California State Agencies' Objections to Schedule of Executory Contracts and Unexpired Leases to be Assumed Pursuant to the Plan and Proposed Cure Amounts [Docket No. 7037]
2			
3	6/19/2020	8048	Amended Chapter 11 Plan Debtors' and Shareholder Proponents' Joint Chapter 11 Plan of Reorganization Dated June 19, 2020 Filed by Debtor PG&E Corporation (RE: related document(s) 7521 Amended Chapter 11 Plan filed by Debtor PG&E Corporation). (Rupp, Thomas) (Entered: 06/19/2020)
4			
5	6/20/2020	8053	Order Confirming Debtors' and Shareholder Proponents' Joint Chapter 11 Plan of Reorganization Dated June 19, 2020 and Notice of Order Confirming Plan (RE: related document(s) 8048 Amended Chapter 11 Plan filed by Debtor PG&E Corporation). (Attachments: # 1 Exhibit A - Debtors and Shareholder Proponents Joint Plan of Chapter 11 Reorganization Dated June 19, 2020 # 2 Exhibit B - Rights Offering Procedures # 3 Exhibit C - Schedule of Pending Investigations) (lp) Additional attachment(s) Notice of Order Confirming Plan added on 6/22/2020 (dc). (Entered: 06/20/2020)
6			
7	6/22/2020	8066	June 19, 2020 Hearing Transcript
8			
9	2/1/2022	11887	Motion to Reject Lease or Executory Contract Motion for Order Determining that the Castle Rock Agreement with PG&E Cannot be Assumed and that the Department of Water Resources' Claim No. 78104 be Paid Filed by Interested Party California Department of Water Resources (Pascuzzi, Paul) (Entered: 02/01/2022)
10			
11	2/1/2022	11888	Notice of Hearing on Motion for Order Determining that the Castle Rock Agreement with PG&E Cannot be Assumed and that the Department of Water Resources' Claim No. 78104 be Paid (RE: related document(s) 11887 Motion to Reject Lease or Executory Contract Motion for Order Determining that the Castle Rock Agreement with PG&E Cannot be Assumed and that the Department of Water Resources' Claim No. 78104 be Paid Filed by Interested Party California Department of Water Resources). Hearing scheduled for 3/2/2022 at 10:00 AM via Tele/Videoconference - www.canb.uscourts.gov/calendars . Filed by Interested Party California Department of Water Resources (Pascuzzi, Paul) (Entered: 02/01/2022)
12			
13	2/1/2022	11889	Declaration of Ghassan AlQaser in support of Motion for Order Determining that the Castle Rock Agreement with PG&E Cannot be Assumed and that the Department of Water Resources' Claim No. 78104 be Paid (RE: related document(s) 11887 Motion to Reject Lease or Executory Contract). Filed by Interested Party California Department of Water Resources (Attachments: # 1 Exhibit Exhibit 1 - Part 1 # 2 Exhibit Exhibit 1 - Part 2 # 3 Exhibit Exhibit 2 # 4 Exhibit Exhibit 3 - Part 1 # 5 Exhibit Exhibit 3 - Part 2 # 6 Exhibit Exhibit 4 # 7 Exhibit Exhibit 5 # 8 Exhibit Exhibit 6) (Pascuzzi, Paul) (Entered: 02/01/2022)
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1			02/01/2022)
2	2/2/2022	11895	Certificate of Service (RE: related document(s) 11887 Motion to Reject
3			Lease or Executory Contract, 11888 Notice of Hearing, 11889
4			Declaration). Filed by Interested Party California Department of Water
5	2/2/2022	11896	Motion of the Reorganized Debtors for Entry of an Order Modifying
6			Plan Injunction and Compelling Arbitration of Claim of California
7			Department of Water Resources Filed by Debtor PG&E Corporation
8	2/2/2022	11897	Declaration of Joshua S. Levenberg in Support of Motion of the
9			Reorganized Debtors for Entry of an Order Modifying Plan Injunction
10			and Compelling Arbitration of Claim of California Department of
11			Water Resources (RE: related document(s) 11896 Motion
12			Miscellaneous Relief). Filed by Debtor PG&E Corporation
13			(Attachments: # 1 Exhibit 1 - Cotenancy Agreement # 2 Exhibit 2 -
14	2/2/2022	11898	Transmission Service Agreement # 3 Exhibit 3 - CDWR Letter of July
15			30, 2018 # 4 Exhibit 4 - Proof of Claim # 5 Exhibit 5 - FERC Order)
16			(Rupp, Thomas) (Entered: 02/02/2022)
17			Notice of Hearing on Motion of the Reorganized Debtors for Entry of
18			an Order Modifying Plan Injunction and Compelling Arbitration of
19			Claim of California Department of Water Resources (RE: related
20	2/9/2022	11914	document(s) 11896 Motion Motion of the Reorganized Debtors for
21			Entry of an Order Modifying Plan Injunction and Compelling
22			Arbitration of Claim of California Department of Water Resources
23			Filed by Debtor PG&E Corporation). Hearing scheduled for 3/2/2022
24			at 10:00 AM via Tele/Videoconference -
25			www.canb.uscourts.gov/calendars. Filed by Debtor PG&E Corporation
26			(Rupp, Thomas) (Entered: 02/02/2022)
27	2/16/2022	11937	Brief/Memorandum in Opposition to // The Reorganized Debtors' (I)
28			Preliminary Opposition to California Department of Water Resources'
			Motion for Order Determining that Castle Rock Agreement with PG&E
			Cannot Be Assumed and that the Department of Water Resources'
			Claim No. 78104 Be Paid and (II) Request, in the Alternative, for a
			Status Conference (RE: related document(s) 11887 Motion to Reject
			Lease or Executory Contract). Filed by Debtor PG&E Corporation
			(Rupp, Thomas) (Entered: 02/16/2022)

1	2/16/2022	11942	Brief/Memorandum in Opposition to Reorganized Debtors' Motion for Order Modifying Plan Injunction and Compelling Arbitration (RE: related document(s) 11896 Motion Miscellaneous Relief). Filed by Interested Party California Department of Water Resources (Attachments: # 1 Declaration of Ghassan AlQaser) (Pascuzzi, Paul) (Entered: 02/16/2022)
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5	2/23/2022	11962	Reply to the Reorganized Debtors' Preliminary Opposition to Motion for Order Determining that the Castle Rock Agreement with PG&E Cannot be Assumed and that the Department of Water Resources' Claim No 78104 be Paid (RE: related document(s) 11887 Motion to Reject Lease or Executory Contract, 11937 Opposition Brief/Memorandum). Filed by Interested Party California Department of Water Resources (Pascuzzi, Paul) (Entered: 02/23/2022)
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10	2/23/2022	11963	Reply in Further Support of Motion of the Reorganized Debtors for Entry of an Order Modifying Plan Injunction and Compelling Arbitration of Claim of California Department of Water Resources (RE: related document(s) 11896 Motion Miscellaneous Relief). Filed by Debtor PG&E Corporation (Rupp, Thomas) (Entered: 02/23/2022)
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13	2/23/2022	11964	Supplemental Declaration of Joshua S Levenberg in Support of Motion of the Reorganized Debtors for Entry of an Order Modifying Plan Injunction and Compelling Arbitration of Claim of California Department of Water Resources (RE: related document(s) 11896 Motion Miscellaneous Relief). Filed by Debtor PG&E Corporation (Rupp, Thomas) (Entered: 02/23/2022)
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17	2/28/2022		DOCKET TEXT ORDER (no separate order issued:) On March 2, 2022, at 10:00 AM, the court will begin with the PURPA claims objections and responses (Dkt ## 11230, 11231, 11232; 11476, 11477; 11654, 11655; 11947, 11948). Each side will have twenty minutes, with counsel for Claimants going first and expected to reserve a portion of the time for rebuttal. Next the court will consider TOGETHER the California DWR Motion (Dkt 11887, et seq.) and the Debtors' Motion To Modify (Dkt 11896, et seq.). Each side will have twenty minutes, with counsel for the DWR going first and expected to reserve a portion of the time for rebuttal. (Montali, Dennis) (Entered: 02/28/2022)
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23	3/2/2022	11986	Transcript regarding Hearing Held 3/2/2022 RE: Reorganized Debtors' One Hundred Eighth Omnibus Objection To Claims (Purpa Claims) Filed By PG&E Corporation 11230; California Department Of Water Resources' Motion For Order Determining That The Castle Rock Agreement With PG&E Cannot Be Assumed And That The Department Of Water Resources' Claim No. 78104 Be Paid (11887); Motion Of The Reorganized Debtors For Entry Of An Order Modifying Plan Injunction And Compelling Arbitration Of Claim Of California Department Of Water Resources Filed By PG&E
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		Corporation (11896).
3/8/2022	11999	Memorandum Decision Regarding Dispute Between Debtors and the California Department of Water Resources (RE: related document(s) 11887 Motion to Reject Lease or Executory Contract filed by Interested Party California Department of Water Resources, 11896 Motion Miscellaneous Relief filed by Debtor PG&E Corporation). (lp) (Entered: 03/08/2022)
3/8/2022	12000	Order Granting California Department of Water Resources' Motion For Order Determining That The Castle Rock Agreement With PG&E Cannot Be Assumed And Claim No. 78104 Be Paid (Related Doc # 11887) (lp) (Entered: 03/08/2022)
3/8/2022	12001	Order Denying Debtors' Motion For Entry Of An Order Modifying Plan Injunction And Compelling Arbitration Of Claim Of California Department Of Water Resources (Related Doc # 11896) (lp) (Entered: 03/08/2022)
3/15/2022	12024	Motion Notice of Appearance and Ex Parte Application for Order Authorizing City of Santa Clara, dba Silicon Valley Power and Northern California Power Agency to Intervene and File a Response to California Department of Water Resources' Motion for Order Determining That the Castle Rock Agreement Cannot Be Assumed and That the Department of Water Resources' Claim No. 78014 be be Paid Filed by Creditors City of Santa Clara dba Silicon Valley Power, Northern California Power Agency (Attachments: # 1 Declaration of Thomas G. Mouzes iso Notice of Appearance and Ex Parte Application for Order # 2 Certificate of Service) (Mouzes, Thomas) (Entered: 03/15/2022)
3/17/2022	12035	Brief/Memorandum in Opposition to the Ex Parte Application for Order Authorizing City of Santa Clara, DBA Silicon Valley Power and Northern California Power Agency to Intervene and File a Response to California Department of Water Resources' Motion for Order Determining that the Castle Rock Agreement with PG&E Cannot be Assumed and that the Department of Water Resources' Claim No. 78104 be Paid (RE: related document(s) 12024 Motion Miscellaneous Relief). Filed by Interested Party California Department of Water Resources (Pascuzzi, Paul) (Entered: 03/17/2022)
3/21/2022	12054	Order Denying Motion to Intervene by City of Santa Clara, DBA Silicon Valley Power and Northern California Power Agency (Related Doc # 12024) (lp) (Entered: 03/22/2022)
3/25/2022	12076	Response Memorandum of the Reorganized Debtors Regarding Claim of California Department of Water Resources (RE: related document(s) 11999 Memorandum Decision). Filed by Debtor PG&E Corporation (Rupp, Thomas) (Entered: 03/25/2022)

3/25/2022	12077	Declaration of Joshua S Levenberg in Support of Memorandum of the Reorganized Debtors Regarding Claim of California Department of Water Resources
4/8/2022	12129	Reply to PG&E's Memorandum Regarding Department of Water Resources' Claim No. 78104 and Further Briefing of Issues; Request for Order Staying Arbitration (RE: related document(s) 11999 Memorandum Decision, 12076 Response). Filed by Interested Party California Department of Water Resources (Attachments: # 1 Declaration of Danette E. Valdez # 2 Certificate of Service) (Pascuzzi, Paul) (Entered: 04/08/2022)
4/10/2022		DOCKET TEXT ORDER (no separate order issued:) The court will hold a hearing on an expedited basis via Zoom on Wednesday, April 13, 2022, at 10:00 AM. This is short notice of a fast-developing matter. The court will discuss with counsel the situation following the March 8 Memorandum Decision (Dkt 11999) and the two related now-final orders to deny the PG&E request for arbitration (Dkt 12001) and to reserve to this court whether CDWR owes ANY estimated future removal costs to PG&E (Dkt 12000), the somewhat opaque and ambiguous statement (Dkt 12076) by PG&E that the core bankruptcy matters that were before the court have been resolved (when they have not been), the subsequent demand for arbitration by SVP and NCPA, thereafter joined by PG&E, CDWR's request for an injunction (Dkt 12129) and related matters. The court may refine and elaborate on its concerns before the hearing. Nothing should be filed by any party before then. (Montali, Dennis) (Entered: 04/10/2022)
4/11/2022	12147	Tentative Ruling Re Dispute Between Debtors and the California Department of Water Resources (lp) (Entered: 04/11/2022)
4/13/2002	12156	Transcript regarding Hearing Held 4/13/2022 RE: STATUS CONFERENCE RE THE COURT'S DOCKET TEXT ORDER (DKT 11999) (DKT 12001) (DKT 12000) (DKT 12076) (DKT 12129).
4/22/2022	12207	Order Regarding Dispute Between Debtors and California Department of Water Resources (RE: related document(s) 11887 Motion to Reject Lease or Executory Contract filed by Interested Party California Department of Water Resources). (lp) (Entered: 04/22/2022)
5/05/2022	12310	Notice of Appeal and Statement of Election to Have Appeal Heard by United States District Court for the Northern District of California, Fee Amount \$ 298. (RE: related document(s) 11999 Memorandum Decision, 12000 Order on Motion to Reject Lease or Executory Contract, 12001 Order on Motion for Miscellaneous Relief, 12054 Order on Motion for Miscellaneous Relief, 12207 Order). Appellant Designation due by 05/23/2022. Transmission of Record to District Court due by 06/6/2022. Statement of Issues due by 05/23/2022. (Attachments: # 1 Certificate of Service) Filed by Creditors City of

1		Santa Clara dba Silicon Valley Power, Northern California Power Agency. (Mouzes, Thomas) (Entered: 05/05/2022)
2		
3	05/05/2022	12322
4		Courts Certificate of Mailing. Number of notices mailed: 18 (RE: related document(s) 12310 Notice of Appeal and Statement of Election). (dc) (Entered: 05/06/2022)

III. CERTIFICATE REGARDING TRANSCRIPTS

Pursuant to Rule 8009(b)(1)(B) of the Federal Rules of Bankruptcy Procedure, Appellants hereby file this certificate stating that Appellants are not ordering any transcripts. All transcripts have been prepared, are filed on the docket and are designated in the foregoing designation of record.

DATED: May 18, 2022.

BOUTIN JONES INC.

By: /s/ Thomas G. Mouzes
 Thomas G. Mouzes
 Robert D. Swanson
 Michael E. Chase
 Ian McGlone

-and-

Lisa S. Gast
 DUNCAN, WEINBERG, GENZER & PEMBROKE,
 P.C.

*Attorney for Creditor and Party-in-Interest,
 CITY OF SANTA CLARA, dba SILICON VALLEY
 POWER*

-and-

Jane Luckhardt
 General Counsel
 NORTHERN CALIFORNIA POWER AGENCY
*Attorney for Creditor and Party-in-Interest
 NORTHERN CALIFORNIA POWER AGENCY*

CERTIFICATE OF SERVICE

I am employed in the County of Sacramento; my business address is 555 Capitol Mall, Suite 1500, Sacramento, California 95814. I am over the age of eighteen years and not a party to the foregoing action.

On May 18, 2022, I served the within:

(1) STATEMENT OF ISSUES TO BE PRESENTED ON APPEAL AND DESIGNATION OF RECORD ON APPEAL OF APPELLANTS CITY OF SANTA CLARA, DBA SILICON VALLEY POWER, AND NORTHERN CALIFORNIA POWER AGENCY; CERTIFICATE REGARDING TRANSCRIPTS

☒ X

(by mail) on all parties in said action by regular, first class United States mail, postage fully pre-paid, by placing a true copy thereof enclosed in a sealed envelope in a designated area for outgoing mail, addressed as set forth below. At Boutin Jones Inc., mail placed in that designated area is given the correct amount of postage and is deposited that same day, in the ordinary course of business, in a United States mailbox in the City of Sacramento, California.

See attached list of parties served by first class mail.

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4	JANE LUCKHARDT (SBN 141919) General Counsel NORTHERN CALIFORNIA POWER AGENCY 651 Commerce Drive Roseville, CA 95678-6411	<i>Appellant</i>
8	ROBERT BONTA Attorney General of California DANETTE VALDEZ, SBN 141780 ANNADEL ALMENDRAS, SBN 192064 Supervising Deputy Attorneys General 455 Golden Gate Avenue, Suite 11000 San Francisco, CA 94102-7004	<i>Appellee</i>
12	PAUL J. PASCUZZI, SBN 148810 NICHOLAS L. KOHLMAYER, SBN 299087 FELDERSTEIN FITZGERALD WILLOUGHBY PASCUZZI & RIOS LLP 500 Capitol Mall, Suite 2250 Sacramento, CA 95814	<i>Appellee</i>
15	Richard W. Slack (pro hac vice) Theodore E. Tsekerides (pro hac vice) Jessica Liou (pro hac vice) Matthew Goren (pro hac vice) WEIL, GOTSHAL & MANGES LLP 767 Fifth Avenue New York, NY 10153-0119	<i>Other Interested Parties</i>
19	Jane Kim David A. Taylor Thomas B. Rupp KELLER BENVENUTTI KIM LLP 650 California Street, Suite 1900 San Francisco, CA 94108	<i>Other Interested Parties</i>
23	PG&E Corporation 77 Beale Street P.O. Box 770000 San Francisco, CA 94177	<i>Debtor</i>
25	Pacific Gas and Electric Company 77 Beale Street P.O. Box 770000 San Francisco, CA 94177	<i>Debtor</i>
27	Peter J. Benvenutti Keller Benvenutti Kim LLP 650 California St. 19th Fl. San Francisco, CA 94108	<i>Attorneys for Debtor</i>

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1	Office of the United States Trustee for Region 17	<i>U.S. Trustee</i>
2	Attn: James L. Snyder, Esq. and Timothy Laffredi, Esq.	
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	///	
	///	
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TO BE SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING (NEF):
Pursuant to controlling General Orders and LBR, the foregoing document will be served by the court via NEF and hyperlink to the document. On (date) 5/18/2022, I checked the CM/ECF docket for this bankruptcy case or adversary proceeding and determined that the following persons are on the Electronic Mail Notice List to receive NEF transmission at the email addresses stated below:

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I declare under penalty of perjury under the laws of the United States of America, that the foregoing is true and correct.

Executed on May 18, 2022, at Sacramento, California.

/s/ Carmelia V. Domingo
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23 IN THE UNITED STATES BANKRUPTCY COURT
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25 FOR THE NORTHERN DISTRICT OF CALIFORNIA
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29 **In re:**

30 **PG&E CORPORATION,**
31 **And**
32 **PACIFIC GAS AND ELECTRIC**
33 **COMPANY,**

34 Debtor.

35 · Affects PG&E Corporation
36 · Affects Pacific Gas and
37 Electric Company
38 X Affects both Debtors

Bankruptcy Case
No. 19-30088(DM)

Chapter 11

(Lead Case)
(Joint Administered)

District Court Case No. 22-cv-02834

**CALIFORNIA DEPARTMENT OF
WATER RESOURCES' DESIGNATION
OF ADDITIONAL RECORD ON
APPEAL AND STATEMENT OF
ISSUES**

Pursuant to Rule 8009(a) of the Federal Rules of Bankruptcy Procedure, the California Department of Water Resources (“DWR”) submits its Designation of Additional Record on Appeal and Statement of Issues. DWR reserves the right to designate additional items for inclusion in the record or restate the issues presented on appeal.

DWR DESIGNATION OF RECORD ON APPEAL

DWR designates all of the items to be included in the record on appeal that were designated by the Appellants Silicon Valley Power and Northern California Power Agency, and designates the additional items referenced below, each of which includes all exhibits and addenda attached thereto and filed therewith and any and all documents incorporated by reference therein.

Dkt. No.	Additional Items Designated by DWR	Date
65221	Northern California Power Agency Proof of Claim	10/18/2019
60676	City of Santa Clara dba Silicon Valley Power Proof of Claim	10/18/2019
7231	Municipal Objectors’ (including Northern California Power Agency) Objection to Plan Confirmation and Objection to Cure Notice and Other Matters Pertaining to Assumption Pursuant to Section 365(B)(1) of the Bankruptcy Code	5/15/2020
7281	California State Agencies’ Objection to Confirmation of Debtors’ and Shareholders Proponents’ Joint Chapter 11 Plan of Reorganization Dated March 16, 2020 [Docket No. 6320]	5/15/20

DWR STATEMENT OF ISSUES ON APPEAL

DWR objects to the issues as framed by Appellants. DWR presents the following issues as proper for the Court on appeal:

1. Whether Appellants Silicon Valley Power (“SVP”) and Northern California Power Agency (“NCPA”) have standing to appeal the bankruptcy court’s Order Regarding Dispute Between Debtors and California Department of Water Resources (Dkt # 12207) and Order Denying Motion of the Reorganized Debtors for Entry of an Order Modifying Plan Injunction and Compelling Arbitration of Claim of California Department of Water Resources (Dkt #12001).

2. Whether the bankruptcy court properly denied SVP’s and NCPA’s motion to intervene after it had already issued its Memorandum Decision regarding DWR and the Debtors’

1 Motions (Dkt #11999), and SVP and NCPA had been served with notice of DWR's Motion (Dkt #
2 11887) but chose not to respond to such motion.

3 3. Whether Appellants' appeal from the Order Denying Motion of the Reorganized
4 Debtors for Entry of an Order Modifying Plan Injunction and Compelling Arbitration of Claim of
5 California Department of Water Resources (Dkt #12001) entered March 8, 2022, is timely.

6 4. If Appellants have standing and the appeal is timely, whether the bankruptcy court
7 properly exercised its discretion under *In re Thorpe Insulation Co.*, 671 F.3d 1011 (9th Cir. 2012)
8 in denying Debtors' request for arbitration because it conflicted with provisions in the Plan and
9 Confirmation Order that Debtors agreed to and that expressly reserved jurisdiction for the Court to
10 decide executory contract, cure dispute and claims allowance issues.

11 5. If Appellants have standing and the appeal is timely, whether the bankruptcy court
12 properly determined, based on the undisputed facts and the terms of the Castle Rock Agreement,
13 that DWR's notice of termination was effective one year after it gave its notice of termination and
14 that DWR did not owe anything, including any removal costs, to the Debtors or SVP and NCPA as
15 a prerequisite for or consequence of such termination.

16 DWR notes that there is another appeal that concerns substantially the same parties,
17 property, transaction and events pending before this Court and the Honorable Haywood S. Gilliam,
18 Jr. as Case No. 4:22-cv02833-HSG. Since the two appeals are before the same District Court Judge,
19 DWR does not believe an Administrative Motion to Consider Whether Cases Should be Related as
20 provided in Local Rule 3-12 is necessary.

21 *[Signatures Begin on the Following Page]*
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1 Dated: June 1, 2022

Respectfully submitted,

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PROOF OF SERVICE

I, Susan R. Darms, declare:

I am a resident of the State of California and over the age of eighteen years, and not a party to the within action; my business address is 500 Capitol Mall, Suite 2250, Sacramento, CA 95814.

On June 1, 2022, I served the within document:

**CALIFORNIA DEPARTMENT OF WATER RESOURCES' DESIGNATION
OF ADDITIONAL RECORD ON APPEAL AND STATEMENT OF ISSUES**

By Electronic Service only via CM/ECF.

/s/ Susan R. Darms
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